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RECORDATION NO. **23495-E**

JUN 28 '01 7:18 PM
TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of Supplement No. Two to Memorandum of Lease of Railroad Equipment, dated June 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23495.

The names and addresses of the parties to the enclosed document are:

Lessor:	SNC Fintrack Cierzo 103 avenue des Champs Elysees Paris France 75008
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

High Speed Trainset Number 14 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
June 27, 2001
Page Two

A short summary of the document to appear in the index is:

Supplement No. Two to Memorandum of Lease of Railroad Equipment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 14 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2015 AMTK 2010
One (1) First Class Car	AMTK 3208
Three (3) Coach Cars	AMTK 3525 AMTK 3536 AMTK 3527
One (1) Bistro Car	AMTK 3317
One (1) End Coach Car	AMTK 3418

RECORDATION NO. 23495-E FILED

JUN 28 '01 11:18 PM

SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. TWO TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated June 28, 2001, between SNC FINTRACK CIERZO, a *société en nom collectif* with a share capital of Euro 1000, having its registered office (*siège social*) at 103, avenue des Champs Elysées, 75008, Paris, France (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*" or "*Amtrak*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, Lessor and Lessee have entered into that certain Memorandum of Lease dated May 23, 2001 (the "*Memorandum of Lease*"), relating to that certain Crédit-Bail Agreement dated September 25, 2000 (the "*Lease*") and that certain Lease Supplement dated May 11, 2001 (the "*First Supplement*"), covering the railroad equipment identified in Schedule A thereto, which was recorded with the Surface Transportation Board on May 23, 2001 at 12:31 P.M. as Recordation Number 23495;

WHEREAS, Lessor and Lessee have entered into that certain Lease Supplement dated June 26, 2001, (the "*Second Lease Supplement*") covering the railroad equipment identified on Schedule A (the "*Additional Equipment*" which Additional Equipment, together with the Equipment described in the First Supplement are referred to herein as the "*Equipment*");

WHEREAS, Lessor and Lessee desire to supplement the Memorandum of Lease to reflect additional Equipment covered by the Second Lease Supplement;

WHEREAS, this memorandum may be executed in any number of original counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NOW THEREFORE, in consideration of the foregoing, the parties wish to show forth public record:

1. Title to the Equipment is held by Lessor.
2. A leasehold interest in the Equipment is held by Lessee, provided that on termination of the Lease by reason of the exercise of any purchase option, casualty to any Item of Equipment, exercise of early termination rights by Lessor or Lessee, including termination by reason of a Lessee default or other Termination Event without regard to the payment by Amtrak of any amounts due and payable under the Lease or any breach by Amtrak of any Relevant

Document, all right, title and interest of Lessor in and to the Equipment shall automatically and without any further act or delivery of any document irrevocably transfer to Lessee or to its designee, assignee or transferee, subject to any Liens over the Equipment as may exist at such time and in "as is, where, is" condition and without recourse to or any warranty (express or implied) being given by Lessor, the Manager or any Member other than Lessor's warranty that such title to the Equipment is equivalent to the title that Lessor received pursuant to the Purchase Agreement Assignment and that the Equipment is free from all Lessor's Liens.

NY #407864 v3

IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

SNC FINTRACK CIERZO

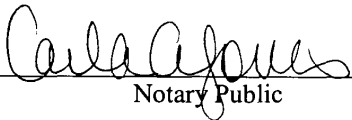
By: _____
Name:
Title:
Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

DISTRICT OF COLUMBIA)
) SS.:
)

On this 15 day of June, 2001, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

Carla A. Jones
Notary Public, District of Columbia
My Commission Expires 04-30-2006

My Commission Expires: _____

SCHEDULE A

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

Jan 26, '01



Robert W. Alvord